



RECORDATION NO. 26381-A FILED

OCT 10 '06

4-50 PM

SURFACE TRANSPORTATION BOARD

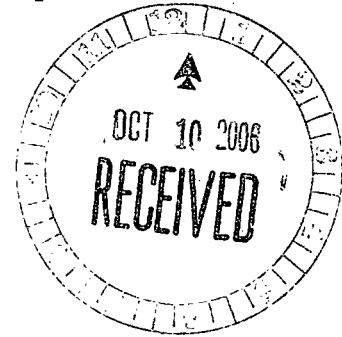
500 WOODWARD AVENUE, SUITE 4000
DETROIT, MICHIGAN 48226-3425
TELEPHONE: (313) 223-3500
FACSIMILE: (313) 223-3598
<http://www.dickinsonwright.com>

JOHN M. PERKINS
JPerkins@dickinsonwright.com
(313) 223-3491

October 6, 2006

**Certified Mail - Return
Receipt Requested**

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423



Re: Document for Recordation / Recordation Number 26381

Dear Secretary Williams:

Our firm is counsel for JPMorgan Chase Bank, N.A. (the "Bank"). On June 6, 2006, the Surface Transportation Board (the "Board") recorded a Continuing Security Agreement, dated March 31, 2006 ("Agreement"), pursuant to which Tuscola and Saginaw Bay Railway Company, Inc., a Michigan corporation ("Debtor"), granted to the Bank a continuing security interest in certain collateral (as described in the Agreement) to secure the payment and performance of certain liabilities. The Board assigned recordation number 26381 to the Agreement.

On August 25, 2006, the Debtor changed its name to Great Lakes Central Railroad, Inc. by filing Restated Articles of Incorporation ("Restated Articles") with the Michigan Department of Labor and Economic Growth, Bureau of Commercial Services ("MDLEG"). Enclosed herewith please find two certified copies of the Debtor's Articles of Incorporation, and all amendments thereto, including the Restated Articles, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. Also enclosed is a check in the amount of \$34.00 payable to the order of the Board to cover the recordation fee.

Please return the original, and any extra copies not needed by the Board, to John M. Perkins at Dickinson Wright PLLC, 500 Woodward Avenue, Suite 4000, Detroit, Michigan 48226.

Thank you in advance for your timely attention to this matter. If you have any questions or comments, or if we can provide you with any additional information, please do not hesitate to contact me directly at 313-223-3491.

C o u n s e l l o r s A t L a w

DETROIT BLOOMFIELD HILLS LANSING GRAND RAPIDS ANN ARBOR
WASHINGTON, D.C.

Secretary Vernon A. Williams
Surface Transportation Board
October 6, 2006
Page 2

Sincerely,

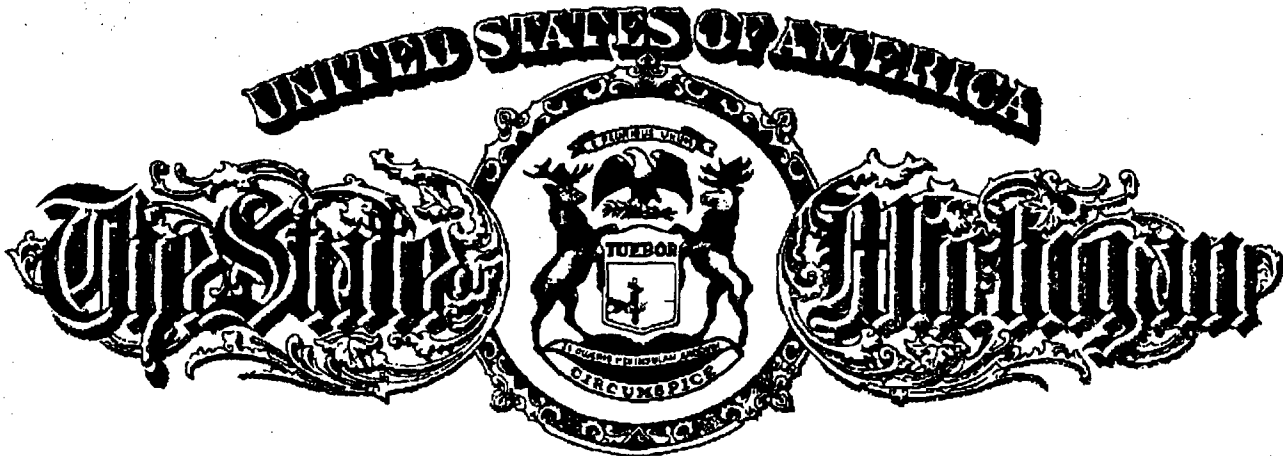


JOHN M. PERKINS

JMP/JMP
Enclosures

Cc: Mr. Andrew Boyce, Esq. (w/o encl.)
Mr. Thomas Munzenberger (w/o encl.)

DETROIT 7-4059 958610v1



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

RECORDATION NO. 26381-A FILED

OCT 10 '06

4-50 PM

SURFACE TRANSPORTATION BOARD



Sent by Facsimile Transmission
893097

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 8th day of September, 2006

Andrew J. Mott, Director

Bureau of Commercial Services

RECORDS TRANSFERRED TO DEPARTMENT OF COMMERCE
PER PUBLIC ACT 354 OF 1993, EFFECTIVE 1/14/1994

104924

Form 668- 273

STATE OF MICHIGAN
DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU
CORPORATION DIVISION
LANSING, MICHIGAN

(THIS IS A PART OF THE ATTACHED CORPORATE DOCUMENT AND SHOULD NOT BE DETACHED)

DO NOT WRITE IN SPACES BELOW - FOR DEPARTMENT USE	
Date Received: MAY 31 1977	FILED Michigan Department of Commerce JUN - 8 1977 <i>Robert K. Hinkley</i> DIRECTOR
NAME OF CORPORATION: Tuscola and Saginaw Bay Railway Company, Inc.	
CORPORATE DOCUMENT: Articles of Incorporation	

STATE OF MICHIGAN
DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU

LANSING, MICHIGAN

ARTICLES OF INCORPORATION - RAILROAD COMPANY

In compliance with the requirements of Chapter 463 of
of Act 198, P. A. of 1873
the Michigan compiled laws/ as amended/ P. A. 1955, No. 47, §1,
by
the undersigned, desiring to be incorporated as a railroad
corporation, hereby certify that:

1. The name of the corporation is Tuscola and Saginaw
Bay Railwa, Company, Inc. ✓

2. The term for which the corporation is to exist is
perpetual.

3. The amount of capital stock of the corporation is
twenty-two thousand (22,000) shares of common stock.

4. The aggregate number of shares which the corporation
shall have authority to issue is: twenty-two thousand (22,000)
shares of common stock worth ten (\$10.00) dollars per value.

5. The class of stock authorized is: common.

6. There shall be four directors and the initial
directors names are:

Charles J. Lapp

36 E. Lynwood Boulevard
Hillsdale, MI 49242

John J. Emerick, Jr.

182 Manor Parkway
Lincroft, New Jersey 07738

Eric D. Gerst

3 Martin Road
Newtown Square, PA 19073

L. James White

1550 Maple Wood Street
Caro, Michigan 48723

7. The name and residence addresses of each subscriber (incorporator) and the number and class of shares subscribed by such incorporators are:

<u>Name</u>	<u>Address</u>	<u>No. & Class of Shares</u>
Charles J. Lapp	35 E. Lynwood Blvd. Hillsdale, MI 49242	1 shs. common
John J. Emerick, Jr.	182 Manor Parkway Lincroft, NJ 07738	1 shs. common
Eric D. Gerst	3 Martins Road Newtown Square, PA 19073	1 shs. common
Fred J. Steck	12445 Hack Rd. Reese, MI 48757	1 shs. common
P.J. DeWolf	600 E. Rimrock Street Barstow, California	1 shs. common
Robert J. Hirn	5522 Kelly Road Cass City, MI 48726	1 shs. common
L. James White	1550 Maplewood St. Caro, MI 48723	1 shs. common

8. The corporation is incorporated under the laws of the State of Michigan for the following purpose or purposes: To operate rail and related services within certain portions of the State of Michigan.

and to have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which railway corporations may be incorporated under Michigan Compiled Laws, ACT 198, P.A. OF 1973
§ 463, as amended, P. A. 1955, No. 47, §1.

9. The location of the initial registered office and initial registered agent for the corporation shall be:
Robert J. Hirn, 429 Montague St., Caro, Michigan 48723

IN WITNESS WHEREOF, the incorporators have signed and

scaled these Articles of Incorporation this 26th day of
April, 1977.

Charles J. Lapp (SEAL)

Charles J. Lapp

John J. Erickson, Jr. (SEAL)

John J. Erickson, Jr.

Eric D. Gerst (SEAL)

Eric D. Gerst

Fred J. Stock (SEAL)

Fred J. Stock

P.J. DeWolf (SEAL)

P.J. DeWolf

Robert J. Hirn (SEAL)

Robert J. Hirn

L. James White (SEAL)

L. James White

STATE OF Pennsylvania
COUNTY OF Philadelphia SS

A F F I D A V I T

The following person, being Director of the Tuscola and Saginaw Bay Railway Company, Inc., duly sworn according to law, deposes and says that he certifies that in accordance with the Michigan Compiled Laws, §463.1, five (5%) percent of the subscription amount required by said law has been paid in to the Directors named in the Articles of Incorporation.

TUSCOLA AND SAGINAW BAY RAILWAY
COMPANY, INC.

BY:

John J. Emerick, Jr.
Director

Sworn to and subscribed
before me this 26th day
of April, 1977.

Marcy E. Strick
Notary Public

MARCY E. STRICK
Notary Public
My Comm. Expires 12-31-1977

STATE OF Massachusetts
COUNTY OF Schroton SS

A F F I D A V I T

The following person, being Director of the Tuscola and Saginaw Bay Railway Company, Inc., duly sworn according to law, deposes and says that he certifies that in accordance with the Michigan Compiled Laws, §463.1, five (5%) percent of the subscription amount required by said law has been paid in to the Directors named in the Articles of Incorporation.

TUSCOLA AND SAGINAW BAY RAILWAY
COMPANY, INC.

BY: Charles J. Lapp
CHARLES J. LAPP
Director

Sworn to and subscribed
before me this 26 day
of April, 1977.

Mary C. Smith
Notary Public

My Comm. Expires 12/31/78
My Comm. No. 123456789

RECORDS TRANSFERRED TO DEPARTMENT OF COMMERCE
PER PUBLIC ACT 354 OF 1993, EFFECTIVE 1/14/1994

Michigan Department of Labor & Economic Growth

Filing Endorsement

***This is to Certify that the CERT. OF CHANGE OF REG. OFF./RES. AGENT
for***

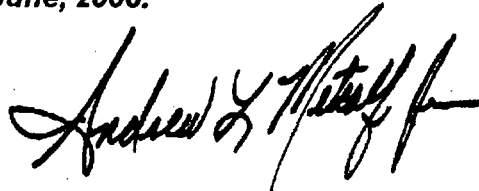
TUSCOLA AND SAGINAW BAY RAILWAY COMPANY, INC.

ID NUMBER: 104924

***received by facsimile transmission on June 13, 2006 is hereby endorsed
Filed on June 14, 2006 by the Administrator.***

***The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.***

***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 14TH day
of June, 2006.***



, Director



Bureau of Commercial Services

OC5507-001 (Rev. 12/01)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		
Date Received	(FOR BUREAU USE ONLY)	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	Phillip B. Maxwell, Esq.	
Address	109 N. Washington Street	
City	State	Zip Code
Oxford	MI	48371
EFFECTIVE DATE:		

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND/OR CHANGE OF RESIDENT AGENT For use by Domestic and Foreign Corporations and Limited Liability Companies (Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

1. The name of the corporation or limited liability company is:			
Tuscola and Saginaw Bay Railway Company, Inc.			
2. The identification number assigned by the Bureau is:			
104924			
3. a. The name of the resident agent on file with the Bureau is: James E. Shepherd			
b. The location of the registered office on file with the Bureau is:			
600 Oakwood Avenue		Owosso	Michigan 48867
(Street Address)		(City)	(Zip Code)
c. The mailing address of the above registered office on file with the Bureau is:			
same as above		Michigan	
(Street Address or P.O. Box)		(City)	(Zip Code)

ENTER IN ITEM 4 THE INFORMATION AS IT SHOULD NOW APPEAR ON THE PUBLIC RECORD

4. a. The name of the resident agent is: Michael W. Bagwell			
b. The address of the registered office is:			
600 Oakwood Avenue		Owosso	Michigan 48867
(Street Address)		(City)	(Zip Code)
c. The mailing address of the registered office IF DIFFERENT THAN 4B is:			
same as above		Michigan	
(Street Address or P.O. Box)		(City)	(Zip Code)

5. The above changes were authorized by resolution duly adopted by: 1. ALL CORPORATIONS: its Board of Directors; 2. PROFIT CORPORATIONS ONLY: the resident agent if only the address of the registered office is changed, in which case a copy of this statement has been mailed to the corporation; 3. LIMITED LIABILITY COMPANIES: an operating agreement, affirmative vote of a majority of the members pursuant to section 502(1), managers pursuant to section 405, or the resident agent if only the address of the registered office is changed.			
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6. The corporation or limited liability company further states that the address of its registered office and the address of its resident agent, as changed, are identical.			
--	--	--	--

Signature 	Type or Print Name and Title or Capacity Michael W. Bagwell, Pres.	Date Signed 06/13/2006
--	---	---------------------------

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF ASSUMED NAME

for

TUSCOLA AND SAGINAW BAY RAILWAY COMPANY, INC.

ID NUMBER: 104924

to transact business under the assumed name of

GREAT LAKES CENTRAL RAILWAY

received by facsimile transmission on June 13, 2006 is hereby endorsed

Filed on June 14, 2006 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Expiration Date: December 31, 2011

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14TH day of June, 2006.



, Director

Bureau of Commercial Services

RU25CD-541 (Rev. 12/99)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES											
Date Received	(FOR BUREAU USE ONLY)										
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.										
<table border="1"> <tr> <td colspan="3">Name Phillip B. Maxwell, Esq.</td> </tr> <tr> <td colspan="3">Address 109 N. Washington Street</td> </tr> <tr> <td>City Oxford</td> <td>State MI</td> <td>Zip Code 48371</td> </tr> </table>			Name Phillip B. Maxwell, Esq.			Address 109 N. Washington Street			City Oxford	State MI	Zip Code 48371
Name Phillip B. Maxwell, Esq.											
Address 109 N. Washington Street											
City Oxford	State MI	Zip Code 48371									
EXPIRATION DATE: DECEMBER 31.											

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF ASSUMED NAME

For use by Corporations, Limited Partnerships and Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

1. The name of the corporation, limited partnership, or limited liability company is:

Tuscola and Saginaw Bay Railway Company, Inc.

2. The identification number assigned by the Bureau is:

104924

3. The assumed name under which business is to be transacted is:

Great Lakes Central Railway

4. This document is hereby signed as required by the Act.

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 13th day of June, 2006.

By Michael W. Bagwell

(Signature)

Michael W. Bagwell, President

(Type or Print Name)

(Type or Print Title or Capacity)

Michael W. Bagwell
(Limited Partnerships Only indicate Name of General Partner if the General Partner is a corporation or other entity)

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF ASSUMED NAME

for

TUSCOLA AND SAGINAW BAY RAILWAY COMPANY, INC.

ID NUMBER: 104924

to transact business under the assumed name of

GREAT LAKES CENTRAL RAILROAD

received by facsimile transmission on July 6, 2006 is hereby endorsed

Filed on July 7, 2006 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Expiration Date: December 31, 2011



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7TH day of July, 2006.

, Director

Bureau of Commercial Services

BCSCD-011 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name Phillip B. Maxwell, Esq.	
Address 109 N. Washington St.	
City Oxford, MI	State 48371
Zip Code	
EXPIRATION DATE DECEMBER 31,	

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF ASSUMED NAME
For use by Corporations, Limited Partnerships and Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

1. The name of the corporation, limited partnership, or limited liability company is:

Tuscola and Saginaw Bay Railway Company, Inc.

2. The identification number assigned by the Bureau is:

104924

3. The assumed name under which business is to be transacted is:

Great Lakes Central Railroad

4. This document is hereby signed as required by the Act.

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 1st day of July 2006

By Michael W. Bagwell

(Signature)

Michael W. Bagwell, President

(Type or Print Name)

(Type or Print Title or Capacity)

(Limited Partnerships Only - Indicate Name of General Partner if the General Partner is a corporation or other entity)

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the RESTATED ARTICLES OF INCORPORATION - PROFIT

for

GREAT LAKES CENTRAL RAILROAD, INC.

ID NUMBER: 104924

received by facsimile transmission on August 24, 2006 is hereby endorsed

Filed on August 25, 2006 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 25TH day of August, 2006.



, Director

Bureau of Commercial Services

Aug. 24. 2006 2:24PM
 Aug. 22. 2006 4:01PM

No. 1848 P. 2
 No. 1822 r. 2/6

RECEIVED (Name, Address)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	The document is effective on the date first, unless a subsequent effective date is set forth in the document.
Name Philip B. Maxwell, Esq.	
Address 109 N Washington St.	
City Oxford, MI 48371	Effective Date:

Document will be returned to the name and address you enter above.
 If left blank, document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

- The present name of the corporation is:
TUSCOLA AND SAGINAW BAY RAILWAY COMPANY, INC.
- The identification number assigned by the Bureau is: 104924
- All former names of the corporation are:
NONE
- The date of filing the original Articles of Incorporation was: June 8, 1977

The following Restated Articles of Incorporation supersede the Article of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:

GREAT LAKES CENTRAL RAILROAD, INC.

ARTICLE II

The purpose or purposes for which the corporation is formed are:

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY WITHIN THE PURPOSES FOR WHICH RAILROADS MAY BE FORMED UNDER THE RAILROAD CODE OF 1993.

Aug. 24. 2006 2:24PM

Aug. 22. 2006 4:07PM

No. 1848 P. 3
No. 1822 3/6

00300-010 (Rev. 12/04)

ARTICLE III

The total authorized shares:

Common Shares 22,000 Preferred shares _____

A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTICLE IV

1. The address of the registered office is:

600 Oakwood Road, Owosso _____, Michigan 48867
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent:

Michael W. Bagwell**ARTICLE V (Optional. Delete if not applicable)**

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

VI**ARTICLE F (Optional. Delete if not applicable)**

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder who signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Aug. 24. 2006 2:24PM

Aug. 22. 2006 4:07PM

No. 1848 4/6 P. 4

CCSC0416 (Rev. 12/05)

ARTICLE VII (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. ☐ These Restated Articles of Incorporation were duly adopted on the _____ day of _____ in accordance with the provisions of Section 642 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors.

Signed this _____ day of _____

(Signatures of Incorporators, Type or Print Name Under Each Signature)

b. ☒ These Restated Articles of Incorporation were duly adopted on the 31 day of JULY 2006 in accordance with the provisions of Section 642 of the Act and: (check one of the following)

☐ were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

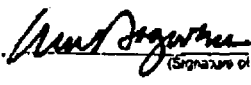
☒ were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

☐ were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note. Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

☐ were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act

☐ by consents given by electronic transmissions in accordance with Section 407(3).

Signed this 22nd day of August 2006

By  (Signature of an authorized officer or agent)

MICHAEL W. BAGWELL, PRESIDENT

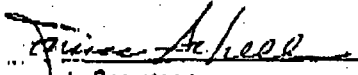
(Type or Print Name)

Aug. 24. 2006 • 2:25PM

Aug. 22. 2006 4:08PM

No. 1848 P. 5
No. 1522 r. 5/6**CERTIFICATION**

I hereby certify that I am the Secretary of the Corporation; that the foregoing is a genuine and correct copy of the Restated Articles of Incorporation passed as set forth therein; and that the above signature of the president of the corporation, Michael W. Bagwell is genuine.


Corporate Secretary